 <p>COMMUNITY POWER COALITION OF NEW HAMPSHIRE</p>	EXECUTIVE COMMITTEE – DRAFT MINUTES	
	Meeting Type:	Regular Meeting – Focused on Strategy
	Meeting Location:	Meeting Room #2, City of Lebanon, City Hall 51 N Park Street, Lebanon, NH 03766
	Meeting Date:	Wednesday, February 16, 2022
	Meeting Time:	Noticed for 9:00 AM on CPCNH.org and at Lebanon City Hall

1. Welcome, Consensus on Agenda, Approve Meeting Minutes

April Salas called the meeting to order at 9:10 am.


Member	Director	Executive Committee Position	Present / Absent
Hanover	April Salas	Chair	Present virtually
Lebanon	Clifton Below	Vice-Chair	Present in person
Plainfield	Evan Oxenham	Secretary	Present in person
Harrisville	Andrea Hodson	Treasurer	Present in person
Nashua	Doria Brown	Director at Large	Present virtually

Those attending virtually stated it was not reasonably practical to travel to be attending in person

The following guests were present.

Name	Affiliation
Lisa Sweet	Member Operations Committee – present virtually
Matt Miller	Risk Management Committee – present virtually
Samuel Golding	Community Choice Partners – present virtually
Ned Hulbert	Present virtually
Mary Day Mordecai	Present virtually

Since three board members were attending the meeting in person the meeting quorum was met.

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2. Strategy (75 mins)

April Salas introduced the reason for the strategy discussion and emphasized that we need to ensure equal participation by all Board members. She stated that the objective is a deliberative discussion to talk about the process related topics that we need to cover.

- **Launch timeline to April 2023 (attachment 1 of 2/16 agenda) (w/Ops, Risk) (milestones, staffing, governance, etc)**
 - Clifton suggested that discussion of Golding contract option 1 and option 2 should influence the discussion of the timeline. April asked the Executive Committee to consider the milestones for the tasks through first quarter 2023.
 - April said that the “Draft-Spring 2023 Launch Timeline and Milestones” document on Google docs would be used to guide the discussion and that this document would be updated in real time capture the discussion.
 - Andrea proposed creating a document describing the CPCNH advantage
 - Matt suggested adding:
 - Need to ensure that the IT system used and policies applied to IT meet the right standard, in particular this the focus should be on the CPCNH tools for members.
 - The cost sharing agreement is an important milestone.
 - Practice around financial controls and policy development
 - April suggested that the committee agree on the big bucket items in column A of the “Draft-Spring 2023 Launch Timeline and Milestones” and then add detail in the other columns.
 - Matts said that staffing is subcategory of Organization and that there should be a category “Data/customer service/customer interface”
 - Clifton created a “Legislative and Regulatory” bucket and another bucket called “Policies”.
 - Doria suggested “legislative session” should be included under the Leg & Reg bucket item.
 - April suggested adding a bucket called “Business Model” and asked where “at risk policies” fit. Matt put this under “Business Model”.
 - April noted that the “Business Model” staffing approach was critical – will staff be all external, all internal, or a hybrid approach with some internal and some external employees. She said that this would affect how one or more RFPs are handled.
 - For “Members – Education and Outreach” April suggested adding “resource support”. Lisa noted bringing on new members, educating existing members, educating legislators, educating members about legislation are all part of an education bucket. Clifton mentioned



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new member engagement as a focus. Lisa said it is important to engage with interested communities around the state – we should not shut down new member engagement. Lisa said we need technical support for people at member public meetings, reviewing EAPs, reviewing load data and engaging with ratepayers with larger loads

- Matt – suggested an activity to assess the impact of a new member. Assess which communities are easiest to bring in, and the impact of a community load. Also, CPCNH needs to define its operating model at launch – what level of technical ability should be supported – e.g. manual billing, automatic billing, ability to look ahead in detail for load estimation. The decision on this would have a big impact on RFPs.
- Andrea asked what level of service does CPCNH provide prior to providing electrical supply. For instance, what level of service should be offered to support EAPs.
- Clifton said that it had been necessary to review EAPs since some communities had created EAPs that restricted their getting electrical supply from CPCNH, which would be a problem for CPCNH.
- April commented that some communities may not want to initially join CPCNH, but keep their options open. April asked do we need to provide resources to support communities that have not decided to join CPCNH.
- Doria noted that we have scarce resources and should not extend resources to uncommitted communities. Evan suggested CPCNH cannot cut off interested communities completely – CPCNH should provide some level of support for interested towns. Lisa said that at a minimum communities should join CPCNH to get access to the templates and other resources that are offered. Matt commented that CPCNH needs to prioritize what we support.
- April said that we should create a framework to identify high priority items so that CPCNH can decide which should be pursued.
- Doria asked for consensus on gaining new members – she suggested prioritizing current members over potential new members. April said that there should be a technical assessment of adding a new member and that there may be a strategic reason for pursuing a particular community.
- Lisa said that we should determine how large a customer base we need in order to launch successfully and pay for CPCNH's startup costs.
- Evan suggested that because we have limited resources, we should be working on getting more resources.



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- Clifton said that strategically it is very important to engage potential members because part of the appeal to potential vendors, and a potential CEO is that we are at a starting base and have the potential to grow. If we do not engage communities, we will be leaving them to the brokers who are trying to add communities to their portfolios.
- Matt said that the technical assessment of member engagement is important to get data on a particular member to see the impact of adding a new member on existing resources and the future benefit of a community. April highlighted this issue is a very critical issue that needs to be discussed.
- April suggested brainstorming on core critical hires. Lisa referred to an earlier document that listed hiring priorities that could be used as a starting point in the discussion. Samuel said that this was an accelerated work plan that he put together in early November 2021 and that he had sent this to Matt.
- Matt suggested we need to identify the roles we need now, such as someone to work on the cost sharing agreement, someone to work on the operating model and someone to help with the internal procedures and practices.
- Clifton said that in terms of staffing we need support from people who have experience with what a JPA is and how to launch it successfully. He said that there is value to bringing someone on sooner and opening an opportunity to a CEO who would be interested in having a say in hiring and who knows how to manage the vendors.
- Evan suggested we should consider the approach proposed in the Business Plan and that we need to use at-risk contracting. April said that it is assumed that we will need to use at-risk contracting but that we still need to critically assess the Business Plan.
- Andrea noted that there are some CCAs who have launched without at-risk contracting.
- Matt suggested adding two other categories to the staffing roles:
 - Contract negotiation
 - Administrative support roles.
- Clifton noted that part of the draft business plan did suggest a CEO position could be paid for on a deferred compensation basis. He said that Nick Devonshire had reviewed the Business Plan and said that it made a lot of sense and Nick did not see at-risk compensation as being likely to cause CPCNH to fail.
- April added that Nick had said that the at-risk compensation approach would be applied in certain areas and would need policies and controls in place. April said that we also need outreach and marketing support to communicate what we are doing



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- Lisa suggested member engagement and communication are two staffing roles that are important.
- Matt reviewed the Electricity Supply category and put dates on each task.
- Matt said it is possible that we may need to issue smaller RFPs for smaller vendor services.
- Clifton noted that Matt said the cost sharing agreement needed to be in place before RFPs were issued. Clifton suggested that the initial agreement should be ready before an RFP is issued, but getting to a final agreement could take longer than that because member towns need to agree to the cost sharing agreement.
- Clifton noted that the initial admin rules may be ready in April, but final approval is more likely in May to August. Final rule approval depends on when the Joint Legislative Committee on Administrative Rules meets.
- Clifton said that pending legislation will be completed in May.
- Andrea said that creating a shared mindset with the entire Board about the CPCNH advantage needs to happen in this quarter. Matt said we need to get materials together in February, then need continuous education of people on the CPCNH advantage. Clifton suggested collecting existing relevant material in the shared Google drive. He has a lot that can be shared. April liked the idea of sharing but said that we need to consider what material is effective and what material is missing.
- Lisa – the Technical Support for EACs & EAPs & data analysis depends on what resources are available.
- Lisa suggested that we need to help communities understand their data, and that communities should get visibility on their large users.
- Clifton said the format of the data supplied by utilities is in the discussion of the admin rules and will determine the format of the data that they supply.
- Matt commented that the task identified in the row labelled “methodology - technical assessment of member recruitment and impact” – should be done soon.
- The Staffing and Technical Support section – there was general agreement that this needs to be done in March and April, and that the following subordinate tasks also need to be completed in this period.
 - Organizational Hiring Needs Identified
 - Determination of Internal v External Position
 - Determining funding model for internal v external hire
 - Collect input to draft internal hire PDs




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- Draft internal hire PDs
- Draft consultant scopes of work
- The committee agreed that the “Determining threshold for sole source v RFP” task needs to be completed during February and March.
- Clif asked when we might receive funding from our donors. April reported that we might receive that funding as early as March.
- The committee agreed to the following timelines:
 - Board approval of budget – March through April
 - Advertise CPCNH Position - April through May
- Clifton said the issue of an RFP for consultant support scheduled for April through May was dependent on previous RFP work and needs to occur before the major RFPs are issued. Matt commented that if the timing is a potential problem the RFP process could be adjusted.
- Budget financial controls – Andrea said the financial controls document could be drafted by March.
- **CPCNH Learning to Action (or Decision) – Attachment 2**
 - April said that CPCNH committees have begun to formulate our processes and to finalize the business plan and at-risk contracting for the Board to vote on.
 - April said that we need a sequence of committee of the whole Board Meetings to finalize the business plan, the cost sharing agreement and at-risk contracting.
 - Matt said the process outlined in attachment 2 applies to many different topics.
 - Andrea agreed with Matt and recommended that each Board meeting have only a single topic.
 - Clifton suggested holding a virtual meeting to educate members on the administrative rules between March 7 and 14.
 - April said that the CCA Interviews will be concluded by the end of February. The interview with Marin Clean Energy was just concluded. The interview with Redwood Coast Energy Authority will be February 21 and scheduling is being finalized for Silicon Valley Clean Energy.
 - April reported that the attorneys have drafted the cost sharing agreement. A meeting was scheduled for February 24 to review the cost sharing agreement with the legal counsel.
 - April suggested the presentation on the CCA meetings could be on March 3 or March 10, and then the next meeting would be on the management of costs. This would be a

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discussion of the operating model and would include revisiting the business plan and the contracting mechanisms.

- Andrea was concerned that there is a lot of preparation that is needed before these meetings and that there may not be time to prepare.
- April said that March 24 and March 31 would be deliberative meetings, the final meeting would be the formulation of documents and that this puts us on track to finalize these topics before the annual meeting.
- Matt suggested having two deliberative meetings may lead to loss of mental involvement. April suggested that we may need to have member reviews. Matt and Clifton emphasized that the cost sharing agreements would need to go back to the towns and that it may take some time for towns to agree to the details of this agreement.
- Clifton suggested that may need to devote a day to a meeting. Andrea volunteered to map out structure of this meeting
- Samuel asked if the activities in attachment 2 would happen before issuing an RFP. April replied that she thought these activities would be completed in March.
- April provided the following summary of the proposed meeting dates:
 - February 24 for legal counsel presentation of cost sharing agreement.
 - February 28 for CCA deliberations.
 - March 3 for operating models.
 - March 17 for the full Board meeting
 - March 24 for a three-hour meeting or a one-day retreat.

3. Adjournment

Andrea Hodson moved to adjourn the meeting. The motion was seconded by Doria Brown and approved unanimously by a roll call vote.

April Salas adjourned the meeting at 12:07 pm

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Attachment 2

CPCNH Learning to Action (or Decision)

1. Member Board education and communication
 - Overview of at-risk and deferred contracts–*Nick D. December member board meeting*
 - CCA best practices–*scheduled 4 CCA interviews during February*
 - Cost sharing agreement (for start-up costs)–*first draft prepared and submitted for review by DWGP, will be reviewed and revised with member board input and adopted via member board vote*
 - Management of costs–*explanation of what management controls are in place to maintain visibility of incurred and proposed expenditures*
2. Deliberative discussion by member board–*expected between March and April Board meetings*
3. Formulate a document describing the process and boundaries for at-risk and deferred contracts–*expected to be distributed in advance of April member board meeting*
4. Member board vote on the at-risk and deferred contract document--*Planned for April member board meeting*

APR 16 2022